

Exhibit K

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Sawhney Amarpreet | | 2. Issuer Name and Ticker or Trading Symbol OCULAR THERAPEUTIX, INC [OCUL] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO | | | |
|---|---|---|-----------------------------------|---|--|---|--|
| (Last) (First) (Middle) C/O OCULAR THERAPEUTIX, INC., 34 CROSBY DRIVE, SUITE 105 | | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2016 | | | | | |
| (Street) BEDFORD, MA 01730 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 12/15/2016 | | P | 45,300 | A \$ 7.85 (1) | 677,390 | D |
| Common Stock | | | | | | 846,377 | I See Footnote (2) |
| Common Stock | | | | | | 471,784 | I See Footnote (3) |
| Common Stock | | | | | | 379,419 | I See Footnote (4) |
| Common Stock | | | | | | 71,969 | I See Footnote (5) |
| Common Stock | | | | | | 189,393 | I See Footnote (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|--|---|--|---|--|---|---|
| | | | | | | | Amount | | | | |

Code

V

(A)

(D)

Date
ExercisableExpiration
Date

Title

Number
of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sawhney Amarpreet C/O OCULAR THERAPEUTIX, INC. 34 CROSBY DRIVE, SUITE 105 BEDFORD, MA 01730 | X | X | President and CEO | |

Signatures

/s/ Scott LeBlanc, as Attorney-in-Fact for Amarpreet Sawhney

**Signature of Reporting Person

12/16/2016

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.39 to \$8.04, inclusive.

- (1) The reporting person undertakes to provide to Ocular Therapeutix, Inc., any security holder of Ocular Therapeutix, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (2) The securities are directly held by Incept, LLC. The Reporting Person is a general partner of Incept, LLC. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- (3) The securities are directly held by the Sangam Trust. The Reporting Person and his immediate family members are beneficiaries of the Sangam Trust. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- (4) The securities are directly held by the SAFIGS Trust. The Reporting Person's immediate family members are beneficiaries of the SAFIGS Trust. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- (5) The securities are directly held by the Sawhney Family Dynasty Trust. The Reporting Person's immediate family members are beneficiaries of the Sawhney Family Dynasty Trust. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- (6) The securities are directly held by the Amarpreet S. Sawhney 2014 GRAT. The Reporting Person and his immediate family members are beneficiaries of the Amar S. Sawhney 2014 GRAT. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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